

J. Alexandra Rhim, Esq. (admitted *pro hac vice*)

**HEMAR, ROUSSO & HEALD, LLP**

15910 Ventura Boulevard, 12th Floor

Encino, California 91436

Telephone: (818) 501-3800

Facsimile: (818) 501-2985

E-mail: arhim@hrhlaw.com

*Attorneys for Realty Income Corporation*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

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In re	:	Chapter 11
	:	
BED BATH & BEYOND, INC., <i>et al.</i> ,	:	Case No. 23-13359 (VFP)
	:	
Debtors	:	(Jointly Administered)
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**DECLARATION OF J. ALEXANDRA RHIM IN SUPPORT OF REALTY INCOME CORPORATION'S SUPPLEMENTAL OBJECTION TO DEBTORS' MOTION FOR ORDER AUTHORIZING DEBTORS TO ASSUME AND ASSIGN UNEXPIRED NON-RESIDENTIAL REAL PROPERTY LEASE FOR STORE NO. 1107**

I, J. Alexandra Rhim, declare as follows:

1. I am an attorney at law, duly admitted to practice in the State of California in its state and federal courts and in the Sixth, Eighth and Ninth Circuit Court of Appeal. I am a partner in the law firm of Hemar, Roussso & Heald LLP, which is counsel to Realty Income Corporation ("RIC" or "Landlord").

2. I submit this declaration in support of Landlord's *Supplemental Objection to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Unexpired Non-Residential Real Property Lease for Store No. 1107* and have personal knowledge of the facts set forth below; am authorized to make this Declaration; and, if called to testify, would testify competently as to the facts set forth herein.

3. At a hearing held on July 18, 2023, various landlords and the Debtors agreed that contested hearings would be held in connection with *tenant mix* and *use/exclusivity* issues pertaining to any remaining unresolved lease assignments. Accordingly, after the parties were unable to resolve disputes pertaining to the proposed lease assignment, the parties agreed to seek a judicial adjudication at a later hearing, which was ultimately set for November 29, 2023.

4. I have reviewed the online United States Securities and Exchange Commission (“SEC”) (<https://www.sec.gov/ix?doc=/Archives/edgar>) and retrieved the Form 8-K dated August 31, 2023 (the “Form 8-K”) filed by Ollie’s Bargain Outlet Holdings, Inc. (“Ollie’s”) with the SEC. A true and correct copy of the Form 8-K retrieved from the SEC website is attached hereto as Exhibit 1.

5. I have been in email communication with Ollie’s in-house counsel (Kelly Martin) regarding the proposed lease assignment. On July 25, 2023, Ms. Martin provided me with Ollie’s Form 10-K and an excerpt from the Form 10-K describing Ollie’s business model and retail inventory. True and correct copies of the Form 10-K and the Form 10-K excerpt provided by Ms. Martin are attached hereto, respectively, as Exhibits 2 and 3.

6. A true and correct copy of the Form 10-K for fiscal year 2022 together with Exhibit 21.1 (listing subsidiaries) filed by RIC with the SEC are attached hereto, respectively, as Exhibits 4 and 5. These filings can be retrieved from the SEC’s online website.

7. Ollie’s Form 8-K references its website ([www.ollies.us](http://www.ollies.us)). I accessed the website and reviewed the information set out therein. Attached hereto as Exhibit 6 are true and accurate images from Ollie’s website.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 15, 2023

/s/ J. Alexandra Rhim  
J. Alexandra Rhim